



### Our Corporate Personality

The moneywise logo, symbol and colours truly reflect our growth and vigour, and what SKP does – using its knowledge and wisdom acquired over decades of experience, to help people to be moneywise, creating a sense of prosperity in them, bringing happiness to their lives.

### Our Vision

Bringing happiness in society by creating prosperity through financial solutions.

### Our Core Values

- Customers First
- Ethical & Transparent
- Speed with Quality and Economy
- Knowledge sharing & Innovation
- Passion & Ownership
- Empowerment and Meritocracy within Team Work

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### BOARD OF DIRECTORS

S. K. Mitra	- Independent, Non - Executive
G. L. Sultania	- Independent, Non - Executive
Kishore Bhimani	- Independent, Non - Executive
Sanjay Chamria	- Independent, Non - Executive
<i>Retired by rotation on 21.07.2011</i>	
Ravi Todi	- Independent, Non - Executive
<i>Appointed Additional Director w.e.f 29.10.2011</i>	
Naresh Pachisia	- Managing Director
Rajesh Pachisia	- Managing Director

### Auditors

G. P. Agrawal & Co.  
7A, Kiran Shankar Roy Road  
Kolkata 700 001

### Bankers

HDFC Bank Ltd  
United Bank of India  
Axis Bank Ltd  
State Bank of India  
Vijaya Bank

### Registered Office & Correspondence Address

Chatterjee International Centre, Level 21  
33A, Jawahar Lal Nehru Road  
Kolkata 700 071, India  
Phone: (033) 4007 7000  
Fax: (033) 4007 7007  
E-Mail: [cs@skpmoneywise.com](mailto:cs@skpmoneywise.com)

### Mumbai Office

73C, Mittal Court (C-wing)  
Nariman Point  
Mumbai 400 021 India  
Phone: (022) 2281 9012  
Fax: (022) 2283 0932  
E-mail: [mumbai@skpmoneywise.com](mailto:mumbai@skpmoneywise.com)

### Registrar & Share Transfer Agent

Maheshwari Datamatics (P) Ltd.  
6, Mangoe Lane (2nd Floor)  
Kolkata 700 001  
Phone: (033) 2243 5029 / 5809  
Fax: (033) 2248 4787  
E-mail: [mdpl@cal.vsnl.net.in](mailto:mdpl@cal.vsnl.net.in)

### Company Secretary

Sarita Agarwal

### **CHARTER MEMBER**

Financial Planning Standards Board, India

### **MEMBER**

National Stock Exchange of India Ltd.

Bombay Stock Exchange Ltd.

National Commodities & Derivatives Exchange Ltd\*.

Multi Commodity Exchange of India Ltd.\*

National Spot Exchange Ltd.\*

MCX Stock Exchange Ltd.

### **DEPOSITORY PARTICIPANT**

National Securities Depository Ltd.

Central Depository Services (I) Ltd.

### **AMFI REGISTERED MUTUAL FUND ADVISOR**

Association of Mutual Funds in India

### **OUR CLIENT SEGMENTS**

Banks

Insurance Companies

Mutual Funds

Corporate & Business Houses

Charitable / Educational / Health Institutions

Non-Profit Organisations

Provident Funds

Individuals from all socio-economic strata

### **OUR SERVICES**

Broking

Distribution

Investment Banking

Wealth Advisory and Prosperity Management

## NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of the Company will be held at MCC Chamber of Commerce & Industry, 15B Hemanta Basu Sarani, Kolkata 700 001 on Saturday, the 28th day of July 2012, at 10.30 A.M. to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March 2012.
3. To appoint Director in place of Mr. G.L. Sultania, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

**"RESOLVED THAT** M/s G. P. Agrawal & Co., Chartered Accountants, Kolkata (Registration No- 302082E) be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at remuneration to be determined by the Board."

### Special Business

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Mr. Ravi Todi who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 29, 2011 and who holds office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 ("Act") and in respect of whom the company has received notice in writing from a member under Section 257 of the Act, proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions**:

**"RESOLVED THAT** pursuant to Section 198, 269, 309 & 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded for the reappointment of Mr. Naresh Pachisia as Managing Director of the Company for a period of three years w.e.f 01.04.2012 on the terms and conditions as set out in the explanatory statement annexed hereto, and also draft agreement to be entered into with Mr. Naresh Pachisia placed before this meeting with a liberty to Board of Directors to revise, amend, alter and vary the terms and conditions of his appointment and remuneration in such manner as may from time to time be prescribed by the Central Government in schedule XIII or any modification(s) thereto, as may be agreed to by and between the Board of Directors and Mr. Naresh Pachisia.

**"RESOLVED FURTHER THAT** if in any financial year during the term of Mr. Naresh Pachisia, the Company has loss or inadequate profits, he shall be entitled to receive the remuneration specified in the aforesaid agreement as minimum remuneration as provided under the Companies Act, 1956."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions**:

**"RESOLVED THAT** pursuant to Section 198, 269, 309 & 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded for the reappointment of Mr. Rajesh Pachisia as Managing Director of the Company for a period of three years w.e.f 01.04.2012 on the terms and conditions as set out in the explanatory statement annexed hereto, and also draft agreement to be entered into with Mr. Rajesh Pachisia placed before this meeting with a liberty to Board of Directors to revise, amend, alter and vary the terms and conditions of his appointment and remuneration in such manner as may from time to time be prescribed by the Central Government in schedule XIII or any modification(s) thereto, as may be agreed to by and between the Board of Directors and Mr. Rajesh Pachisia".

**"RESOLVED FURTHER THAT** if in any financial year during the term of Mr. Rajesh Pachisia, the Company has loss or inadequate profits, he shall be entitled to receive the remuneration specified in the aforesaid agreement as minimum remuneration as provided under the Companies Act, 1956."

8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 309(4) and other applicable provisions, if any, of the Companies Act, 1956, a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of section 198, 349 and 350 of the Act, be paid to and distributed amongst the Directors of the Company or some or any of them (other than the Managing Director and the Whole Time Director, if any) in such amounts or proportion and in such manner and in all respects as may be directed by the Board of Directors subject to a maximum of Rs. 1,00,000/- (Rupees One lac only) per Director and such payments shall be made in respect of the profits of the Company for each year of the period of five years commencing from 1st April 2012."

Place: Kolkata  
Dated: May 25, 2012

By order of the Board  
For SKP Securities Ltd.

**Sarita Agarwal**  
Company Secretary

## NOTES:

1. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the business under Item Nos. 5 to 8 are annexed hereto. The relevant details of the Director seeking appointment/reappointment under Item No.3 & 5 as required under Clause 49 of the Listing Agreement entered into with the Stock Exchange are also annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING.**
3. The Register of Members and Share Transfer books of the Company shall remain closed from 21st July, 2012 to 28th July, 2012 (both days inclusive) for the purpose of Annual General Meeting and for determining eligibility for dividend for the year ended 31st March, 2012.
4. The Dividend, if declared at the meeting, will be payable on or after 30th July in respect of shares held in physical form to those shareholders whose name appear in the Register of Members of the Company as at the end of business hours on 21st July 2012 and in respect of shares held in the electronic form to those members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as Beneficial Owners as on that date.
5. Members are requested to notify following details immediately to the Registrars and Transfer Agents of the Company - M/s Maheshwari Datamatics (P) Ltd. 6 Mangoe Lane, 2nd Floor, Kolkata 700 001, to enable the Company to draw dividend warrant payable .
  - (a) Any change in their addresses along with PIN Code Number; and
  - (b) Details about their bank account number, name of bank, bank's branch and address.
6. Members may please address all their documents / correspondence relating to the equity shares of the Company directly to the Company's Registrars and Transfer Agents, at the address as stated in Note No. 5 above.
7. Nomination facility for shares is available for members. The prescribed format in this regard can be obtained from the Company's Registrars and Transfer Agents at the address as stated in Note No. 5 above.
8. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
9. Members are informed that dividends remaining unclaimed/ unpaid over a period of seven years shall be transferred to the Investor Education and Protection Fund of the Central Government. Members who have not encashed their dividend warrant(s)/cheques are requested to make their claims to the Company before the expiry of the statutory period of seven years.

10. Register of Directors' Shareholding & Register of Contracts, under section 307 & section 301 respectively of the Act will be available for Inspection by the Members at the Annual General Meeting.
11. Members attending the Annual General Meeting are requested to bring with them the following: (a) DP & Client ID Numbers or Folio Numbers (b) Attendance Slip and (c) Copy of the Annual Report and Notice, as no copies thereof would be distributed at the Meeting.

#### **Explanatory Statement under section 173(2) of the Companies Act, 1956**

The following Explanatory Statement sets out material facts relating to Special Business Item No. 5 to 8 mentioned in the accompanying Notice and should be considered as a part of the Notice.

#### **Item No. 5**

Mr. Ravi Todi was appointed as an Additional Director of the Company on October 29, 2011. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Todi holds office of a Director up to the forthcoming Annual General Meeting. The Company has received a notice in writing along with a deposit of Rs. 500/- (Rupees five hundred only) under Section 257 of the Companies Act, 1956 proposing his appointment as a Director of the Company, liable to retire by rotation.

The brief resume of the Director and other information as per clause 49 of the Listing Agreement with the Stock Exchange are provided as annexure to the notice.

The Board recommends the resolution for the appointment of Mr. Ravi Todi as a Non-Executive, Independent Director of the Company. None of the Directors except Mr. Todi is concerned or interested in the resolution.

#### **Item no. 6 & 7**

By a resolution passed by the members of the Company at their Annual General Meeting held on 25th, July 2009, both Mr. Naresh Pachisia and Mr. Rajesh Pachisia were appointed as Managing Directors of the Company for a period of three years from 1st April, 2009 at the terms and conditions specified in the resolution. At the Annual General Meeting held on 21st July, 2011 the said terms were revised as contained in the resolution as well as in the Explanatory Statement forming part of the Notice of the said Annual General Meeting.

In view of their continuing contributions made to the Company and also acknowledging the sustained and dedicated efforts in steering the Company as well as considering the fact that their continued involvement is inevitable to achieve further growth, the Board of Directors at their meeting held on 25th May, 2012 unanimously recommended the re-appointment of Mr. Naresh Pachisia and Mr. Rajesh Pachisia, as Managing Directors for a further period of three years from 1st April, 2012 on the following terms and conditions-

- a) Basic Salary: Rs 1,66,666/- per month
- b) HRA: Rs 83,334/- per month

- c) Commission: upto 4% of Net Profit of the Company for each financial year computed in the manner laid down in section 198 and 309 of the Companies Act, 1956

Your Directors recommend the resolution for approval of the members.

None of the Directors other than Mr. Naresh Pachisia and Mr. Rajesh Pachisia are concerned or interested in the resolution.

**Item no. 8**

Taking into account the responsibilities of the Directors, it is proposed that in terms of Section 309(4) of the Companies Act, 1956, the Directors apart from the Managing Directors be paid, for each of the five financial years of the Company commencing 1st April 2012, remuneration not exceeding one per cent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 1956 subject to a maximum of Rs. 1,00,000/- (Rupees One Lac only) per director in addition to the sitting fee to be distributed amongst all or some of the Directors in such manner as Board of Directors of the Company may determine from time to time.

All the Directors of the Company except the Managing Directors are concerned or interested in the Resolution to the extent of the remuneration that may be received by them.

Place: Kolkata  
Dated: May 25, 2012

By order of the Board  
For SKP Securities Ltd.

**Sarita Agarwal**  
Company Secretary

**Details of Director seeking appointment/re-appointment at the 22nd Annual General Meeting**  
 (In pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr. G. L. Sultania	Mr. Ravi Todi
Date of Birth	16.10.1945	01.05.1969
Date of Appointment	1.05.1991	29.10.2011
Qualification	B.Com, FCA, FCS	B.COM(H)
Expertise in specific functional areas	He carries 35 years' vast experience in corporate finance, law and secretarial practices as Group Advisor to a leading business group.	He carries 23 years' experience in financial services, capital markets and other industries.
Number of Shares held in the Company	NIL	NIL
Directorship held in other public companies (excluding foreign companies)	1. Bhilwara Holdings Ltd 2. Hindustan Sanitaryware & Industries Ltd 3. Kirtivardhan Finvest Services Ltd 4. Paco Exports Ltd 5. S. R. Continental Ltd  6. Intimate Fashions Limited 7. Sarvottam Vanijya Ltd 8. Schablona India Ltd 9. Somany Ceramics Limited  10. Somany Global Limited 11. The United Provinces Sugar Co Ltd	1. Liberty Pharma Ltd. 2. Bengal Tools Limited  3. AMRI Hospitals Limited 4. Accent Industries Ltd. 5. Dujodwala Paper Chemicals Limited 6. Bengal Shrachi Housing Development Limited 7. Godavari Leasing & Finance Ltd. 8. Bhaskar Shrachi Alloys Ltd. 9. Indian Chamber of Commerce Calcutta
Chairman/Member of the Committee of the Directors of other Companies in which he is a Director	<b>Audit Committee-Chairman</b> Schablona India Ltd  <b>Audit Committee-Member</b> Somany Ceramics Ltd Intimate Fashions Ltd Hindware Home Retail Pvt. Ltd  <b>Shareholders'/Investors Grievance Committee - Chairman</b> Schablona India Ltd  <b>Shareholders'/Investors Grievance Committee-Member</b> HSIL Ltd Somany Ceramics Ltd	<b>Audit Committee and Shareholders Committee - Member</b> Dujodwala Paper Chemicals Limited-



## DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting the Twenty Second Annual Report and Audited Accounts of SKP Securities Ltd. (SKP) for the year ended March 31, 2012.

### Financial Highlights

(in ₹ Lacs)

Particulars	Financial Year	
	2011-2012	2010-2011
Total Income	2573.09	1473.11
Total Expenditure	1424.31	1269.37
Operational Profit	1148.78	203.74
Depreciation	55.18	55.13
Profit Before Tax	1093.60	148.61
Provision for Tax (including Deferred Tax Liability)	333.82	48.10
Profit After Tax	759.78	100.51
Appropriations		
Transferred to General Reserve	50.00	10.00
Proposed Dividend	56.15	56.15
Tax on Proposed Dividend	9.11	9.32
Earning Per Share (Rs.)	13.53	1.79
<b>Net Worth</b>	<b>2182.76</b>	<b>1618.75</b>

## Dividend

Your Directors take pleasure in recommending payment of a dividend of 10% (₹ 1 per share) for the year 2011-12, subject to the approval of shareholders. This is in addition to the Special Dividend of 20% (₹ 2/- per share) paid out during the middle of the year.

## Business Performance

It was a historic year for your company. SKP ideated and was the Sole Advisor to both parties in the acquisition of the Chloro Alkali Unit of Kanoria Chemicals & Industries Ltd by Aditya Birla Chemicals Ltd for ₹ 830 Crores. Although, we have been rendering our advisory and intermediation services to various corporates over the years in several areas, this transaction heralds formal entry of your company into boutique investment banking.

Global and domestic macro economic headwinds had an adverse impact on the financial markets in India. Amidst dwindling investor interest, Equity Markets recorded lowest turnover in several years, whilst trader interest in commodity futures increased. Increasing competition and structural regulatory changes in recent years had already made business conditions quite challenging as reflected in the financial losses suffered even by leading players, some of them rationalizing operations or closing business. In this scenario, your company has performed satisfactorily.

## Future Outlook

In the continued challenging environment, which may worsen, your company will consolidate its operations and rationalize costs on the one side, while expanding its base of customers, channels, products and services on the other. We shall use these difficult times

to prepare ourselves for a better future. Due to a substantial fee income from a single transaction in the previous year, which may or may not get repeated, the top line and bottom line of the company may be significantly lower in the ensuing year.

## Corporate Governance

Your Company has always striven to maintain the highest standards of Corporate Governance. All the stipulations set out in the Listing Agreement have been adhered to by your Directors. A Report on Corporate Governance is attached to this report as per statutory requirements. A Certificate from the Auditors of the Company, M/s. G. P. Agrawal & Co., confirming the compliance of conditions of Corporate Governance is annexed to this Report.

## Auditors' Report

All the items on which the Auditors have commented in their report are self-explanatory.

## Directors

Pursuant to the provisions of section 260 of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Ravi Todi was appointed as an Additional Non Executive Independent Director with effect from October 29, 2011 and will hold office upto the date of the forthcoming Annual General Meeting of the Company.

Mr. G. L. Sultania, Director, retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment.

## Listings

The equity shares of the company are listed on The Bombay Stock Exchange Ltd.